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7 *Attorneys for Defendants*
 8 *Visa Inc., Ryan McInerney,*
 9 *Chris Suh, and Peter Andreski*

10 **UNITED STATES DISTRICT COURT**
 11 **NORTHERN DISTRICT OF CALIFORNIA**
 12 **SAN JOSE DIVISION**

15 BEIBEI CAI, Individually and on behalf of all) Case No. 5:24-cv-08220-NW
 16 others similarly situated,)
 17 Plaintiff,) **CLASS ACTION**
 18 v.)
 19 VISA INC., RYAN MCINERNEY, CHRIS) **DEFENDANTS' ADMINISTRATIVE**
 20 SUH, and PETER ANDRESKI,) **MOTION TO CONSIDER WHETHER**
 21 Defendants.) **CASES SHOULD BE RELATED [Civil L.R.**
 22) **3-12]**
 23)
 24)
 25)
 26)

Judge: Hon. Noël Wise

1 On March 26, 2025, a related case, *Kaur v. McInerney, et al.*, No. 3:25-cv-02849-SK (N.D.
 2 Cal.) (the “*Kaur* Derivative Action”), was filed in this District. Pursuant to Civil Local Rule 3-12,
 3 Defendants Visa Inc. (“Visa”), Ryan McInerney, Chris Suh, and Peter Andreski (together,
 4 “Defendants”) hereby respectfully move the Court to issue an order designating the *Kaur* Derivative
 5 Action as related to the above-captioned purported securities class action (the “*Cai* Action”).

6 **I. APPLICABLE STANDARD UNDER CIVIL LOCAL RULE 3-12**

7 “An action is related to another when: (1) The actions concern substantially the same
 8 parties, property, transaction, or event; and (2) It appears likely that there will be an unduly
 9 burdensome duplication of labor and expense or conflicting results if the cases are conducted
 10 before different Judges.” Civil L. R. 3-12(a).

11 Whenever a party knows or learns that an action filed in or removed to this District may be
 12 related to an action which is or was pending in this District, that party “must promptly file in the
 13 lowest-numbered case an Administrative Motion to Consider Whether Cases Should be Related,
 14 pursuant to Civil L.R. 7-11.” Civil L. R. 3-12(b). The motion must include: “(1) The title and case
 15 number of each apparently related case; (2) A brief statement of the relationship of the actions
 16 according to criteria set forth in Civil L.R. 3-12(a).” Civil L. R. 3-12(d).

17 **II. THE KAUR DERIVATIVE ACTION IS RELATED TO THIS ACTION**

18 The *Kaur* Derivative Action was brought by a Visa shareholder putatively on Visa’s
 19 behalf. Visa is named as a defendant in this action and as a nominal defendant in the *Kaur*
 20 Derivative Action. Ryan McInerney, Chris Suh, and Peter Andreski are named as defendants in
 21 both actions. The *Kaur* Derivative Action is brought against certain current and former officers
 22 and directors of Visa and—like this action—arises in response to the Department of Justice’s
 23 allegations in the pending antitrust suit filed against Visa on September 24, 2024. *United States v.*
 24 *Visa Inc.*, No. 1:24-cv-07214 (S.D.N.Y.). The *Kaur* Derivative Action alleges several violations
 25 of state law, including breach of fiduciary, gross mismanagement, waste of corporate assets, unjust
 26 enrichment, aiding and abetting, and insider trading, as well as violation of Section 14(a) and 10(b)
 27 of the Securities Exchange Act of 1934 against the director defendants. (See *Kaur* ECF No. 1 ¶¶

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1 193-243.) Many of the public statements challenged in the *Kaur* Derivative Action are also
 2 challenged in this action. (*Compare id.* ¶¶ 90-114 with *Cai* ECF No. 1 ¶¶ 22-43.)

3 Given the overlap in parties and allegations, both actions raise similar legal, factual, and
 4 evidentiary issues. For example, both actions will likely require the Court to address, among other
 5 things, whether the plaintiffs adequately allege that certain statements were materially false and
 6 misleading when made, and whether those statements were made by defendants with an intent to
 7 defraud. If the cases survive motions to dismiss, there is likely to be substantial overlap in other
 8 legal and factual matters. As such, conducting these cases before different judges in this District
 9 would likely result in an unduly burdensome duplication of labor and expense for the parties
 10 involved in each action, as well as the Court, and could also create the potential for conflicting
 11 results.

12 For the foregoing reasons, Defendants respectfully request that the Court designate the *Kaur*
 13 Derivative Action as related to this action.

14

15 DATED: April 17, 2025

16 Respectfully submitted,

17 SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

18 By: /s/ Mark R.S. Foster

19 Mark R.S. Foster

20 Attorney for Defendants

21 Visa Inc., Ryan McInerney,
 22 Chris Suh, and Peter Andreski

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[PROPOSED] ORDER DEEMING CASES RELATED

Pursuant to Civil Local Rule 3-12, Defendants Visa Inc., Ryan McInerney, Chris Suh, and Peter Andreski filed an Administrative Motion to Consider Whether Cases Should Be Related, requesting that *Kaur v. McInerney, et al.*, No. 3:25-cv-02849-SK (N.D. Cal.) (the “*Kaur* Derivative Action”) be designated as related to the above-captioned action.

Good cause having been shown, IT IS HEREBY ORDERED that the *Kaur* Derivative Action is related to this action.

DATED: , 2025

**HONORABLE NOËL WISE
UNITED STATES DISTRICT JUDGE**